

EXHIBIT P

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re: Chapter 11
DELPHI CORPORATION, et al., Case No. 05-44481 (RDD)
Debtors. (Jointly Administered)

ORIGINAL

DEPONENT: JOHN GLENN COOPER
DATE: Thursday, December 20, 2007
TIME: 1:45 p.m.
LOCATION: 37887 West Twelve Mile Road, Suite A
Farmington Hills, Michigan
REPORTER: Bonnie J. Humm, CSR-2999

1 APPEARANCES:

2 MR. NICK D. CAMPANARIO

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7 Appearing on behalf of Delphi Corporation.

8

9 MS. SUSAN LEIGH BROWN

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14 Appearing on behalf of Nu-Tech Plastics

15 Engineering.

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17 Also Present: MR. JOSEPH E. PAPELIAN

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1 Motors?

2 A. Oh, it would have been, yes.

3 Q. Did Nu-Tech help General Motors remove the tool from
4 Nu-Tech?

5 A. I would guess so.

6 Q. How big of a tool are we talking here?

7 A. I'm going to guess it probably weighed 1500 pounds.

8 Q. And did General Motors give Nu-Tech -- did General Motors
9 let Nu-Tech know that it was going to come in and remove
10 the tools for 0694 before they did it?

11 A. Oh, I'm sure they probably called. I wasn't there, but
12 I'm sure they called and said we're sending a truck or
13 whatever.

14 Q. So you didn't actually get a call from GM saying that,
15 but you assume that happened?

16 A. I assume that, you know.

17 Q. Did General Motors tell Nu-Tech why it was removing the
18 tools from Nu-Tech's plant?

19 A. Not when they physically come and got them.

20 Q. What about other than when they physically come and got
21 them?

22 A. Yeah. Way back somewhere in August, September time
23 frame, when they settled their strike, that's when they
24 told us that they were going to take the job back
25 in-house.

1 Q. And you're talking August or September of 1998?

2 A. Yes. I believe that was '98.

3 Q. Does that help you remember when the tools were removed?

4 A. Well, to be honest with you, they never come and got them
5 right away. They come and got one -- now, I'm just -- I
6 shouldn't even say, but in the fall, October maybe,
7 something like that, September, October.

8 And then the second one they never -- they
9 didn't get it until after the first of the year. I'm
10 thinking -- I would have to look at our invoicing, but
11 I'm thinking we invoiced in '98 that part, so we -- or
12 '99, I mean, so we would have run that other tool.

13 Q. And so was it in the fall of '98, then, that someone told
14 you you were going to get a substitute part for 0694?

15 A. Yes.

16 Q. Did the two kind of go hand in hand; we're going to move
17 production of 0694 back in-house, and at the same time
18 we're going to give you -- what was it, 0510?

19 A. No. It was after that.

20 Q. It was after?

21 A. Yeah. It was after that that they were going to -- they
22 were coming out with a new reservoir, and we would get
23 that reservoir to replace the 0694. It would never go in
24 the plant. It would be out to us.

25 In other words, normally they will have a tool

1 made at a tooling house somewhere. And what they
2 explained to me was -- John Mailey explained to me was
3 they're building the tool out in a tooling house
4 somewhere, sending it to us to PPAP and get the tooling
5 and never go into General Motors. That's normal
6 procedure.

7 Q. Was it General Motors who told Nu-Tech that, you know,
8 General Motors was going to bring production of part 0694
9 in-house?

10 A. That's what I was told. I physically never --

11 Q. They didn't say it to you?

12 A. No, no. John Mailey, my partner, was the one who dealt
13 with them every day.

14 Q. Did you learn from John Mailey who, meaning the person,
15 who told him that part 0694 was going to go in-house as a
16 result of the labor strike issues?

17 A. Yes. I was told that from John Mailey.

18 Q. No. But did John Mailey tell you who told him that?

19 A. Oh. I don't recall.

20 Q. Do you remember which person -- well, let me start over.

21 Did someone tell you personally that Nu-Tech
22 would get part 0510 as a substitute for part 0694? Did
23 someone tell you that?

24 A. Just John Mailey, my partner.

25 Q. Did John Mailey tell you who had told him that?

1 A. I don't recall that, no.

2 Q. If he did tell you, you don't remember who it was?

3 A. Yeah, I don't remember who it would have been.

4 Q. Do you think he did tell you, or you just can't remember?

5 A. Pardon me?

6 Q. Do you think John Mailey did tell you?

7 A. Oh, yes, I know he told me.

8 Q. And you just can't remember who it was?

9 A. Yes.

10 Q. Do you remember whether it was someone who worked for
11 General Motors?

12 A. Oh, I'm sure it was.

13 Q. So after Nu-Tech received a communication from General
14 Motors in the fall of '98, September or October of '98,
15 that GM was going to bring production of part 0694 back
16 in-house, how did you react to that news?

17 A. Oh, I just about had a heart attack. That was a good
18 profitable job that they had given us.

19 Q. And the reason you almost had a heart attack --
20 thankfully you didn't -- is because, based on that
21 communication, it was your understanding that Nu-Tech was
22 losing that business, correct?

23 A. Yeah, when he said that that day. And then it was within
24 a week or so he said that, you know, they was going to
25 replace it with this 0510. In other words, he didn't say

1 a number, because they probably didn't have a number
2 then. But they were going to replace the reservoir with
3 another one that looked similar to it, same volumes and
4 same...

5 Q. And so you didn't know in the fall of '98 exactly when it
6 was going to happen?

7 A. No.

8 Q. But you knew at some point down the line you were going
9 to lose the 0694 business?

10 A. Yeah. That's what he told me.

11 Q. And that you were going to lose it because of GM's strike
12 settlement?

13 A. Yes.

14 Q. Did Nu-Tech complain to GM about that?

15 A. Oh, yes.

16 Q. What form did those complaints take? How did it
17 communicate its complaints?

18 A. We had meetings with purchasing people and with Delphi
19 upper management, Ken -- gosh, I can't...

20 Q. Ken Szymczak?

21 A. Pardon me?

22 Q. Szymczak?

23 A. Yeah. Ken and Robinson, Ron or Don or something
24 Robinson.

25 Q. Were you personally involved in those meetings?

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1 from Nu-Tech; is that correct?

2 A. They got one tool. The other one I don't think left. We
3 run some parts in '99. I couldn't tell you when.

4 Q. So you think that --

5 A. I have invoicing in '99.

6 Q. You think that when you said in your declaration that a
7 tool was removed on December 31, 1998, you think that was
8 the first tool that was removed?

9 A. I believe it. I'd have to -- I got to look, but I
10 recall -- I think I recall invoicing in '99 for this
11 part.

12 Q. So as best as you can recall, Nu-Tech retained one tool
13 to produce part 0694 until some point in 1999, right?

14 A. I believe it, yes.

15 Q. And you just don't remember exactly what point in 1999
16 the second tool was removed, correct?

17 A. Right.

18 Q. Do you have a ballpark on when you think it was?

19 A. Gosh, I don't. But I can dig that up, but...

20 Q. So was the procedure under this purchase order the same
21 as under the purchase order that we looked at before in
22 that GM would provide Nu-Tech with a forecast, and
23 Nu-Tech would then, you know, produce that number of
24 parts? Is that how it worked?

25 A. Yes.

1 Q. Do you think Nu-Tech produced part 0694 throughout this
2 contract period, throughout the end of July '99, or do
3 you think it was before then that --

4 A. I don't know for sure, but I'm going to guess that we
5 didn't have the tool in July of '99. I think they got it
6 before that.

7 Q. And when the second tool was removed from Nu-Tech,
8 whenever that was, did Nu-Tech stop getting forecasts at
9 that point?

10 A. To be honest with you, I don't know. We must have. We'd
11 have no way to produce it.

12 Q. Right. It wouldn't make much sense?

13 A. Yeah, it wouldn't make sense for them to send forecasts
14 if they had both tools.

15 MR. PAPELIAN: I have to leave. Sorry.

16 Q. (By Mr. Campanario) Is there a reason why your
17 declaration talks about the removal of a tool on
18 December 31, 1998, but doesn't say anything about the
19 timing of the removal of the other tool?

20 It just seems not the way I would do it.

21 A. Yeah, I don't...

22 Q. Is it because you didn't remember when the other tool was
23 removed? Or was there some other reason for not
24 including that in your declaration?

25 A. No. I don't recall when the second tool was removed.

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1 today.

2 Do you have an understanding of which of those
3 two scenarios it is?

4 A. No, I don't. No. I never -- at the time maybe I read
5 it, but I didn't...

6 Q. All right. That will save us some time. I know we've
7 gone over this a couple of times; we don't know exactly
8 when the tools were removed. But by May 3rd of 1999 had
9 they been removed, both of them?

10 A. May 3rd of '99?

11 Q. Or maybe you just don't remember.

12 A. I don't recall --

13 Q. Okay.

14 A. -- exactly. I should, but...

15 Q. And do you know why the expiration date of the standard
16 blanket contract was extended under the May 1999 document
17 that is Exhibit 17? Because the expiration date under
18 the old one was July 31, '99, right?

19 A. Right.

20 Q. Under this one, it's December 31, 2000?

21 A. That's right.

22 Q. Do you know why that is?

23 A. My assumption, to be honest with you, I assumed we were
24 going to get the tool back.

25 Q. Wait a second. I thought you just said you didn't even

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1 Delphi had separated from GM?

2 A. Yes.

3 Q. And that's the basis for you saying that it was Delphi
4 who notified you in September or October of 1998 that
5 production of part 0694 was going to be brought in-house?

6 A. Yes.

7 Q. A couple more issues. I think we have probably 10
8 minutes left, if we're lucky.

9 Are you familiar with the term Division 2? Is
10 that used within Nu-Tech?

11 A. No, I don't think so.

12 Q. Did you review Nu-Tech's financial statements as part of
13 your responsibilities as vice president of Nu-Tech?

14 A. Back then, yes.

15 Q. If I showed you a financial statement with a line item
16 entry under sales for Division 2 Purchasing, would that
17 refresh your memory at all?

18 A. Oh, yeah. Okay. Now I know.

19 Q. What types of activities did Division 2 Purchasing engage
20 in, if you know?

21 A. Division 2, what I done -- in the automotive industry,
22 minority participation is required on all contracts. To
23 what extent, the amounts is all over. My conveyor
24 business, there's no place to get minority content. In
25 other words, there's not an electrical contractor out

1 there you can sub it to that's minority. In my conveyor
2 business, I done a \$125-million-a-year business.

3 As part of the contractual requirements for GM,
4 Ford and Chrysler, everybody else for that matter,
5 Toyota, they require a certain amount of minority
6 participation in your contract. Example, you get a
7 \$10 million contract, you have to have -- Chrysler is up
8 to 20 percent now. Back then, everybody was around five
9 to seven percent.

10 And there's no place to get that, because the
11 subcontractors are not minority out there. So you try to
12 buy some steel from a minority company or something to
13 try to get this requirement. And it was just a hassle
14 every day, every day, every day.

15 So what I done is I run purchase orders through
16 this minority company that got me my participation, and
17 they charged them two points, I think. Then I have --

18 Q. You ran the purchase order through Nu-Tech?

19 A. Right.

20 Q. So that the conveyor business could be counted as having
21 gone through a minority-owned business?

22 A. Right. So I can list these guys as a minority contact.
23 And what they done to earn their money is --

24 Q. What Nu-Tech did to earn its money?

25 A. Yeah. What they did, they obviously done the paperwork;

1 you know, I would write them a purchase order, they would
2 write Conte Electric, an electric company, a purchase
3 order, and the money would come back the same way.

4 So they had to write them a purchase order, and
5 then my purchase order to Nu-Tech, I used that as
6 minority participation on the job.

7 Q. Gotcha, gotcha.

8 A. I think I give them two percent or something. That's how
9 I kept the thing afloat for a long time. That's how I
10 dumped all this million and a half out of Fab. When they
11 went upside down, they owed Fab a million bucks.

12 Q. So the Division 2 Purchasing business was Fab conveyor
13 business?

14 A. Yes.

15 Q. That was put through Nu-Tech in the way that you just
16 described?

17 A. Paperwork, just paperwork was all they did. My own
18 purchasing people controlled, so they got the right
19 specifications and all that kind of stuff. They just
20 done the paperwork.

21 Q. Okay. I understand.

22 I want to go back and talk a little bit about
23 the labor that was required to produce 0694. Once
24 Nu-Tech stopped receiving releases for 0694, what
25 happened to the workers who had been hired to produce

1 0694?

2 A. Probably, if you look at my payroll records, most of them
3 got laid off or maybe they went to another job in there.

4 I'm going to guess they probably got laid off.

5 Q. And how long would you have kept them on payroll before
6 laying them off?

7 A. If I didn't have anything for them to do, probably a
8 couple weeks at the most, you know.

9 Q. Okay. If you didn't lay them off, you reassigned them to
10 do other tasks; is that correct?

11 A. Yeah. I don't pay anybody to stand around.

12 Q. The last thing that I want to talk about is this issue
13 with material costs and whether Nu-Tech had any material
14 costs associated with its production of part 0694.

15 And are you aware that Nu-Tech's financial
16 statements include cost of goods sold in connection with
17 part 0694?

18 A. Yes.

19 Q. And do those costs of goods sold include material costs?

20 A. On the financial statement?

21 Q. Yes.

22 A. Yes.

23 Q. Are you aware that Nu-Tech's tax returns for 1998 include
24 cost of goods sold in connection with part 0694?

25 A. Now that you mention that, I don't know that, but I'm

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RE-EXAMINATION

BY MR. CAMPANARIO:

Q. In the exchange you just had with your counsel, you testified that in August of 1998, when Nu-Tech sent out an invoice with respect to part 0694, that invoice would go to Delphi?

A. To my knowledge, yes.

Q. Do you mean Delphi as a division of General Motors?

A. No. At that point in time it was Delphi.

Q. You believe that in August of 1998 Delphi had already separated from GM; is that right?

A. That's what I believe, yes.

Q. And that's the basis for your statement that the invoices went to Delphi as a standalone entity?

A. Yes.

Q. How about with the payments; you also testified that in August of 1998, when Nu-Tech received payments for part 0694, those payments came from Delphi, correct?

A. Yes.

Q. And does that mean Delphi as a division of GM, or does that mean Delphi as a standalone entity?

A. Delphi as Delphi, standalone.

Q. And that's based on the same assumption, correct, that by August of 1998 Delphi had separated from GM?

A. Yes.

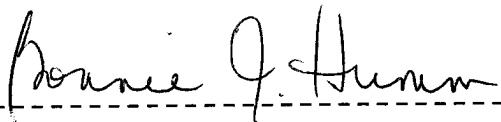
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1 STATE OF MICHIGAN)
)
2 COUNTY OF WAYNE)

3 CERTIFICATE OF NOTARY PUBLIC

4 I, BONNIE J. HUMM, a Notary Public in and for
5 the above county and state, do hereby certify that the
6 deposition of said witness was taken before me at the
7 time and place hereinbefore set forth; the witness was by
8 me first duly sworn to testify to the truth; that
9 thereupon the foregoing questions were asked and
10 foregoing answers made stenographically and later reduced
11 to typewritten form; and I certify that this is a true
12 and correct transcript of my stenographic notes so taken.

13 I also certify that I am not a relative or
14 employee of or an attorney for a party; or a relative or
15 employee of an attorney for a party; or financially
16 interested in the action; nor am I interested directly or
17 indirectly in the matter in controversy either as
18 counsel, agent, attorney, or otherwise.

19
20 
21 -----
22 BONNIE J. HUMM, CSR-2999, RPR
23 Certified Shorthand Reporter
24 Registered Professional Reporter
25 Notary Public, Wayne County, Michigan
My commission expires: 12/5/13